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RECORDATION NO. 12648-B FILED 1225

DEC 27 1990 -1 25 PM

INTERSTATE COMMERCE COMMISSION

December 27, 1990

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Room 2215
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

I have enclosed an original and one certified true copy of the document described below, to be filed and recorded pursuant to Section 11303 of Title 49 of the United States Code. It relates to the railroad rolling stock identified below.

This document is a Release and Bill of Sale, a secondary document, dated December 26, 1990 from Continental Bank N.A. to North Western Leasing Company.

The primary document to which this Release and Bill of Sale is connected is the Security Agreement recorded under Recordation No. 12648. Accordingly, it is requested that this document be given the next available letter designation under Recordation No. 12648.

The names and addresses of the parties to the document are as follows:

Creditor:

Continental Bank N.A.
231 South LaSalle Street
Chicago, Illinois 60697

The Honorable Sidney L. Strickland, Jr.
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Lessor:

North Western Leasing Company
One North Western Center
Chicago, Illinois 60606

Please file and record the document with indexing under the foregoing names.

A description of the equipment covered by the document follows:

Railroad rolling stock identified in the Schedule(s) of the primary document, as the same may have been supplemented or amended.

A fee of \$15.00 is enclosed for the recordation. Please return the original and any extra copies not needed by the Commission for recordation to the person presenting this letter.

A short summary of the document to appear in the index follows:

Release and Bill of Sale dated December 26, 1990 from Continental Bank N.A. to North Western Leasing Company, covering the railroad rolling stock identified in the Schedule(s) of the primary document, as the same may have been supplemented or amended.

Very truly yours,

Timothy M. Walsh GML
Timothy M. Walsh
Attorney for North Western
Leasing Company

Enclosures

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DISTRICT OF COLUMBIA) ss:

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

I, Ann E. Eyerman, do hereby certify on this 21st day of December, 1990 as follows:

1. I am a Notary Public in and for the District of Columbia.
2. I have compared the attached copy of the Release and Bill of Sale from Continental Bank N.A. to Chicago and North Western Leasing Company with the original thereof, and have found said copy to be complete and identical in all respects to the original document.
3. This certificate is made pursuant to and in accordance with 49 C.F.R. § 1177.3(b).


Ann E. Eyerman
Notary Public

My Commission Expires: _____

ANN E. EYERMAN
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires May 31, 1993

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INTERSTATE COMMERCE COMMISSION

Counterpart No. 3 of 4

A-11446
C321

RELEASE AND BILL OF SALE

WHEREAS, under the terms of the Equipment Lease, as amended and supplemented to date, (hereinafter referred to as the "Lease") dated as of July 31, 1980 between NORTH WESTERN LEASING COMPANY (hereinafter referred to as "Lessor") and the CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY (hereinafter referred to as the "Lessee") the Lessee assigned and transferred all rights, title and interest of railroad equipment described on the Schedule(s) as amended and supplemented to date, to the Lease to the Lessor;

WHEREAS, NORTH WESTERN LEASING COMPANY has heretofore executed and delivered to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, NOW KNOWN AS CONTINENTAL BANK N.A. (hereinafter referred to as the "Bank") that certain Security Agreement, as amended and supplemented to date, (hereinafter referred to as the "Security Agreement") dated as of July 31, 1980 pursuant to which Lessor has granted to Bank a security interest in railroad equipment described on the Schedule(s), as amended and supplemented to date, to the Security Agreement (hereinafter referred to as "Equipment"); and

WHEREAS, Bank has received from Lessor all payments due under said Security Agreement with respect to the Equipment and, the conditions and obligations of Lessor with respect to the Equipment have been satisfied in full;

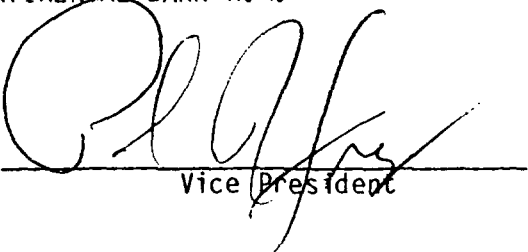
NOW, THEREFORE, Bank, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Lessor, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO NORTH WESTERN LEASING COMPANY the Equipment, TO HAVE AND TO HOLD the Equipment unto NORTH WESTERN LEASING COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the aforementioned Security Agreement.

The Bank does hereby covenant that it has not done anything whereby the Equipment hereby conveyed is or may be in any manner encumbered or charged; that the Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by the Bank or arising out of any act, obligation or liability on its part. The Bank hereby authorizes removal from the Equipment of any and all ownership plates and other markings of the Bank.

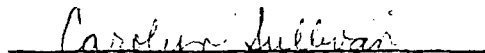
IN WITNESS WHEREOF, Continental Bank N.A., acting in accordance with the terms and conditions of the aforementioned Security Agreement has caused this instrument to be executed in its corporate name by one of its Vice Presidents and attested by its Banking Officer, this 26th day of December A.D. 1990.

CONTINENTAL BANK N.A.

By


Vice President

ATTEST:


Banking Officer

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 26th day of December 1990, before me personally appeared
Paul Frey and Carolyn Sullivan to me personally
known, who, being by me duly sworn, says that they are, respectively, a Vice
President and a Banking Officer of Continental Bank N.A., a corporation; that said
instrument was signed on behalf of said corporation by authority of its Board of
Directors, and they acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Ceryl K. Lovinos
Notary Public

My Commission Expires:

3-3-93

(NOTARY SEAL)

